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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**FIRST SUPPLEMENTAL AFFIDAVIT OF ROBERT J. ROSENBERG IN SUPPORT OF
THE RETENTION OF LATHAM & WATKINS LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

ROBERT J. ROSENBERG, being duly sworn, deposes and says:

1. I am a partner in the firm of Latham & Watkins LLP (“Latham & Watkins”), which maintains offices at 885 Third Avenue, Suite 1000, New York, New York 10022, and elsewhere. I am familiar with the matters set forth herein and submit this First Supplemental Affidavit in support of the retention of Latham & Watkins as counsel to the official committee of unsecured creditors (the “Committee”) appointed in the above-captioned cases.

BACKGROUND

2. On November 17, 2005, Latham & Watkins filed the Application of the Official Committee of Unsecured Creditors For Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel, Nunc Pro Tunc to October 17, 2005 (the “Retention Application”).

3. On November 30, 2005, this Court entered its Interim Order Authorizing Employment and Retention of Latham & Watkins as Counsel for the Official Committee of Unsecured Creditors (the “Interim Order”). The Interim Order approved Latham & Watkins’ retention by the Committee on an interim basis with respect to Delphi Corporation and its affiliated debtors (collectively, “Delphi” or the “Debtors”), and on a final basis with respect to all other parties in interest in these cases.

4. On January 6, 2006, this Court entered an order (the “Final Order”) approving Latham & Watkins’ retention on a final basis,

5. I am filing this Supplemental Affidavit to disclose certain facts relevant to Latham & Watkins’ retention which have recently come to my attention.

SUPPLEMENTAL DISCLOSURE REGARDING LAWRENCE A. WEST

6. On December 15, 2005, it was first brought to my attention that Lawrence A. West, then an Associate Director of Enforcement for the United States Securities and Exchange Commission (the “SEC”), would be proposed to the partnership of Latham & Watkins as a partner for the firm’s office in Washington, D.C.

7. On December 21, 2005, a vote was held by the partnership of Latham & Watkins admitting Mr. West as a partner of the firm beginning on February 1, 2006.

8. On December 21, 2005, the SEC publicly announced Mr. West’s resignation from the SEC. According to the SEC’s public announcement of Mr. West’s resignation, Mr. West had

previously supervised the SEC's ongoing risk-based investigations of pension accounting at public companies. While at the SEC, Mr. West was involved in, among other things, publicly disclosed SEC pension accounting investigations relating to the Debtors and General Motors Corporation ("GM," the former parent company of the Debtors).

9. On January 6, 2006, prior to Mr. West beginning to work at Latham & Watkins, Latham & Watkins implemented an ethical wall specifically prohibiting Mr. West from discussing any aspect of the Debtors' cases with Latham & Watkins' attorneys and personnel providing services to the Committee, and denying Mr. West any access to any related files or materials. Mr. West will begin working at Latham in February 2006.

10. In accordance with the requirements of 18 U.S.C. § 203 and 207, 5 CFR §§ 2637.201 – 2637.204, DC R RPC Rule 1.11 and 22 NYCRR 1200.45, relating to the movement of lawyers from government service to private practice, Mr. West has been screened from any participation in Latham & Watkins' representation of the Committee in these cases and will not share in any fees paid to Latham & Watkins as a result of such representation of the Committee.

DISCLOSURE REGARDING CLIENTS OF LATHAM & WATKINS

11. In my affidavit (the "Original Affidavit") attached to Latham & Watkins' Retention Application, I disclosed in Exhibit B thereto certain past and current client relationships between Latham & Watkins and various parties in interest in these cases. Since filing the Retention Application and Original Affidavit, I have learned that the following amendments and corrections to Exhibit B are appropriate:

(a) Exhibit B to the Original Affidavit listed Invensys P.L.C. and/or its affiliates ("Invensys") as past clients of Latham and Watkins. In fact, Invensys is both a past and present

client of Latham and Watkins. Latham & Watkins' relationships with Invensys are in matters wholly unrelated to the Debtors and their chapter 11 cases

(b) Since filing the Retention Application and Original Affidavit, Molex Holding GmbH ("Molex") has become a client of Latham and Watkins in matters wholly unrelated to the Debtors and their chapter 11 cases.

(c) Morgan, Lewis & Bockius LLP ("Morgan Lewis," one of the Debtors' professionals) has recently asked Latham & Watkins to represent it (the "New Representation") in a matter wholly unrelated to the Debtors and their chapter 11 cases. As disclosed in the Original Affidavit, Latham & Watkins has in the past represented Morgan Lewis in matters wholly unrelated to the Debtors and their chapter 11 cases, and Latham & Watkins intends to undertake this New Representation.

EXECUTED this 18th day of January, 2006 at New York, New York

/s/ Robert J. Rosenberg

Robert J. Rosenberg

Sworn to before me this
18th day of January, 2006

/s/ John W. Weiss

John W. Weiss

Notary Public, State of New York

No. 02WE6113201

Qualified in New York County

Commission Expires July 26, 2008